



**Management Discussion and Analysis
of
Financial Position
and
Results of Operations
for the
Six-month period ended September 30, 2021**

This report is dated November 26, 2021
(The "Report Date")

**Evolving Gold Corp.
Management Discussion and Analysis
For the six-month period ended September 30, 2021**

Introduction

The following information should be read in conjunction with the unaudited consolidated interim financial statements of Evolving Gold Corp. (“Evolving” or the “Company”) for the six-month period ended September 30, 2021 and the consolidated financial statements for the year ended March 31, 2021.

The unaudited consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”). This discussion includes the results of the Company’s wholly owned subsidiaries:

- Evolving Gold Corp. (Nevada, USA)
- Rattlesnake Mining Corp. (Canada), and
- Rattlesnake Mining (Wyoming) Company (Wyoming, USA)

Note 3 of the consolidated financial statements at March 31, 2021 describes all of the Company’s significant accounting policies. During the year ended March 31, 2021, the Company’s critical accounting estimates and significant accounting policies have remained substantially unchanged.

All amounts presented in this document are stated in Canadian dollars, the functional and reporting currency of the Company, except where otherwise noted.

Cautionary Note Regarding Forward Looking Statements

This Management Discussion and Analysis (“MD&A”) is intended to supplement and complement the unaudited consolidated interim financial statements of the Company for the six-month period ended September 30, 2021 and the consolidated financial statements for the year ended March 31, 2021, and the notes thereto (collectively the “Financial Statements”). Readers are encouraged to review these Financial Statements in conjunction with a review of this Management Discussion and Analysis. Certain notes to the Financial Statements are specifically referred to in this Management Discussion and Analysis and such notes are incorporated by reference herein. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. These forward-looking statements are based on, but not limited to, material assumptions including: title to the Company’s exploration properties; the level and suitability of exploration expenditures relating to those properties, including decisions regarding the impairment of mineral property expenditures; rehabilitation requirements; commodity prices; access to funding and capital markets conditions generally; various accounting estimations related to income taxes, share based payments and the valuation of available for sale securities; a sufficiently stable and healthy global economic environment; and other expectations, intentions and plans contained in this MD&A that are not historical fact.

When used in this MD&A, the words “plan,” “expect,” “believe,” and similar expressions generally identify forward looking statements. These statements reflect current expectations. They are subject to a number of risks and uncertainties, including those factors disclosed under Risks and Uncertainties below. In light of the many risks and uncertainties, readers should understand that the Company cannot offer assurance that the forward-looking statements contained in this analysis will be realized.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth below.

Additional information relating to the Company may be found on SEDAR at www.sedar.com or at the company’s website at www.evolvinggold.com.

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Corporate Overview

The Company became a reporting issuer in the Provinces of Alberta, British Columbia and Ontario on May 14, 2004. The Company has traded on various exchanges since inception, and currently trades on the Canadian Stock Exchange (CSX: EVG since July 25, 2014)

Description of Business

Evolving Gold Corp. (“Evolving” or the “Company”) is a Canadian-based mining exploration company engaged in the acquisition, exploration and development of natural resource properties. The Company's focus was Canadian based mineral exploration properties, however the Company is currently evaluating its projects and seeking opportunities.

Changes in Management, Directors, and Corporate Activities

The Company is currently actively seeking new business opportunities and has and continues to evaluate a number of prospects.

On July 23, 2021, the Company consolidated its common shares on the basis of ten pre-consolidated common shares for one post-consolidation common shares of the Company. The 22,569,994 pre-consolidation common shares issued and outstanding were adjusted to 2,257,000 post-consolidation common shares.

On October 29, 2021, the Company announced that it had entered into a letter of intent (the “Letter”), dated effective October 26, 2021, pursuant to which it proposes to acquire (the “Transaction”) all of the outstanding share capital of Elephant Capital Corp. (“Elephant Capital”). Elephant Capital is an arms'-length resource exploration company, established under the laws of the Province of British Columbia. Elephant Capital holds the rights to acquire all of the outstanding share capital of Cibola Resources LLC., which itself controls the rights to a lease of a mineral property comprising approximately 6,700 acres of mineral rights and 5,700 acres of surface rights located in west-central New Mexico and commonly referred to as the “Cebolleta Uranium Project”.

In accordance with the terms of the Transaction, all existing common shares of Elephant Capital will be exchanged for an equivalent number of common shares of the Company. Elephant currently has 43,733,000 common shares outstanding. Prior to completion of the Transaction, Elephant Capital is required to issue a further 11,308,250 common shares to enCore Energy Corp. (TSXV: EU) to complete the acquisition of the Project and a further 1,500,000 common shares to certain arms-length finders in consideration for introducing the Project to Elephant Capital. No cash consideration is payable by the Company to Elephant Capital in connection with completion of the Transaction.

In connection with completion of the Transaction, the Company intends to undertake a non-brokered private placement (the “Concurrent Financing”) of no less than 6,000,000 subscription receipts (each, a “Receipt”) at a price of \$0.50 per Receipt to raise no less than \$3,000,000. All proceeds from the Concurrent Financing will be held in escrow pending completion of the Transaction. Upon completion of the Transaction, each subscription receipt will automatically convert into one common share of the Company. All securities issued in connection with the Concurrent Financing, will be subject to a four-month-and-one-day statutory hold period.

Completion of the Transaction remains subject to a number of conditions, including the completion of satisfactory due diligence, the negotiation and finalization of definitive documentation, completion of the Concurrent Financing, receipt of any required regulatory and third-party consents, approval of the Canadian Securities Exchange, and the satisfaction of other customary closing conditions.

Mineral Properties

During the six-month period ended September 30, 2021 and the year ended March 31, 2021, the Company did not incur any exploration expenditures. The Company retains certain Quebec properties and is reviewing its plans with respect to those claims, which expire in late 2021.

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Results of Operations

The results for the six-month period ended September 30, 2021 and 2020 are as follows:

	Three-month Period ended		Six-month Period ended	
	September 30,		September 30,	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Income (loss) for the period	\$ (36,021)	\$ (53,018)	\$ (55,470)	\$ (99,097)
Comprehensive income (loss) for the period	\$ (19,118)	\$ (53,284)	\$ (38,455)	\$ (99,033)
Basic and diluted loss per share	\$ (0.01)	\$ (0.03)	\$ (0.02)	\$ (0.06)

The operating expenditures reflect the following:

- Accounting and audit charges of \$3,344 (Year to date: \$3,344) (2020 - \$244 respectively) increased due to the corporate tax return filings for the previous year;
- Bank charges of \$137 (YTD: \$283) (2020 - \$125 and \$246) are comparable.
- Interest of \$3,825 (YTD: \$5,304) was incurred in 2020 due to the shareholder loans. There were no comparable amounts in 2021 as the loans have been repaid;
- Legal expense of \$4,451 (YTD: \$5,270) (2020 - \$nil and \$970) was incur due to corporate activities and filings with regulatory bodies during the period;
- Management fees of \$15,000 (YTD: \$30,000) (2020 - \$37,500 and \$75,000) were reduced due to the CFO of the Company acting in the capacity of the CEO without additional compensation;
- Office expense of \$970 (YTD: \$1,021) (2020 - \$5,227 and \$8,126) was nominal due to cost controls implemented; and
- Transfer agent and filing fees of \$12,119 (YTD: \$15,552) (2020 - \$6,097 and \$9,207) reflect the ongoing costs to maintain listings, transfer services and the timing of corporate activities as well as corporate restructuring expenses.

Non-operating items affecting the loss for the period include:

- Foreign exchange was a loss of \$200 (YTD: \$88) compared to a loss in 2020 of \$266 (YTD: a gain of \$64) due to the variations in the value of the Canadian dollar relative to the US dollar during the periods; and
- A gain on settlement of debt of \$17,103 was recognized during the period (2020 - \$nil) as certain accounts payable were no longer applicable, principally as one major supplier had ceased business.

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Summary of Quarterly Results (Unaudited)

The following is a summary of the results from the eight previously completed financial quarters:

	Fiscal 2022		Fiscal 2021	
	Q1	Q1	Q4	Q3
	September 30,	June 30,	March 31,	December 31,
	2021	2021	2021	2020
Comprehensive loss	(19,118)	(19,337)	(51,427)	(33,909)
Income (loss) per share	(0.01)	(0.01)	-	-
Total assets	73,128	124,217	162,620	21,142
Working capital	(152,824)	(133,706)	(114,369)	(380,322)

	Fiscal 2021		Fiscal 2020	
	Q2	Q1	Q4	Q3
	September 30,	June 30,	March 31,	December 31,
	2020	2020	2020	2019
Comprehensive income (loss)	(53,284)	(45,749)	(35,407)	(91,269)
Income (loss) per share	-	-	-	(0.01)
Total assets	21,818	26,352	34,414	38,211
Working capital	(346,413)	(293,129)	(247,380)	(199,223)

Net Loss

Net loss varies based on normal corporate expenditures and certain periodic expenses, such as share-based compensation. Share-based compensation varies with the timing of vesting of option grants.

Working Capital

Working Capital for many quarters presented above decreased due to exploration and administrative costs, and increased when assets were sold, or when debt settlements occurred.

Selected Annual Information

	2021	2020	2019
	Canadian \$	Canadian \$	Canadian \$
Interest income	-	117	261
Share Based Payments	-	-	5,696
Exploration and evaluation expenditures	-	2,740	46,774
Comprehensive income (loss) for the year	(184,369)	23,576	(81,568)
Income (loss) per share, basic and fully diluted	(0.11)	0.01	(0.11)
Total assets	162,620	34,414	48,738
Total non-current liabilities	18,458	20,773	89,788
Working capital	(114,369)	(247,380)	(272,653)

Capital Expenditures

During the six-month period ended September 30, 2021, the Company incurred net capital expenditures of \$nil (2021 - \$nil).

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Financing Activities

There were no financing activities during the six-month period ended September 30, 2021. See Corporate activities above for certain proposed transactions.

During the year ended March 31, 2021 the Company:

- received from the former CEO of the Company an advanced \$23,542 to the Company for expenses related to the 2020 audit and filing fees. Interest of \$2,354 was accrued with respect to this debt which was repaid in full during the year;
- completed a private placement to raise \$250,000 through the issuance of up to 500,000 shares at \$0.50 per unit. Each unit consisted of one share and one transferable share purchase warrant exercisable at \$0.80 per share expiring February 9, 2023; and
- converted the shareholder loan and accrued interest, totalling \$67,380, issuing 134,762 common shares were at \$0.50 per common share.

Liquidity and Capital Resources

The Company's aggregate operating, investing and financing activities for the six-month period ended September 30, 2021 resulted in a cash decrease of \$94,233 (2020 - decrease of \$2,604). As at September 30, 2021, the Company's cash balance was \$46,347 (March 31, 2021 - \$140,580) and the Company had a working capital deficit of \$152,824 (March 31, 2021- \$114,369).

The Company has not yet put into commercial production any of its mineral properties and as such has no operating revenues. Accordingly, the Company is dependent on the equity markets as its sole source of operating working capital. The Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

The Company will continue to require funds to meet its obligations and as a result, will have to continue to rely on equity and debt financing during such period. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company. The Company continues to review its mineral property holdings on an annual basis. The Company does not have any other commitments for material capital expenditures either in the near or long term over normal operating requirements and none are presently contemplated other than as disclosed above.

Transactions with Related Parties

Key Management Compensation

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include the Company's CEO and CFO. Payments to key management are recorded as management fees. Share-based payments were incurred for both key management and directors. No directors' fees were paid during the applicable years.

The following key management compensation was incurred:

	Three-months ended September 30,		Six-months ended September 30,	
	2021	2020	2021	2020
Management fees and salaries	\$ 15,000	\$ 37,500	\$ 30,000	\$ 75,000
	\$ 15,000	\$ 37,500	\$ 30,000	\$ 75,000

Management fees are payable in Canadian dollars. The fees were accrued as payable to Bruce Duncan, the late CEO of the Company and later to his estate, and to a company controlled by Charles Jenkins, the CFO of the Company. Unpaid and accrued management fees as of September 30, 2021 were \$156,250 (March 31, 2021 - \$161,250) and are included in accounts payable and accrued liabilities.

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Off Balance Sheet Arrangements

To the best of management's knowledge, there are no other off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the company.

Critical Accounting Estimates and Changes in Accounting Policies

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The estimates and assumptions of the Company are set out in Note 4 to the Financial Statements for the year ended March 31, 2021, which are incorporated herein by reference. The reader is referred to the Financial Statements for a detailed discussion of the accounting policies.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

The assumption that the Company will be able to continue as a going concern is subject to critical judgments of management with respect to assumptions surrounding the short- and long-term operating budget, expected profitability, investing and financing activities, and management's strategic planning. Should those judgments prove to be inaccurate, management's continued use of the going concern assumption could be inappropriate.

Future Accounting Changes

The Company did not adopt any new or amended standards for the year beginning April 1, 2021.

Financial Instruments

The Company is exposed to risks that arise from its use of financial instruments.

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, while retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, commodity price risk and equity price risk.

Interest Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is not exposed to significant interest rate risk due to the short term to maturity of its financial instruments.

Commodity Price Risk

Commodity price risk is the risk that the fair value or future cash flows of financial instruments will fluctuate as a result of changes in commodity prices. The Company is not exposed to significant commodity price risk.

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Foreign Currency Risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and United States dollar or other foreign currencies will affect the Company's operations and financial results. The Company has exposure to foreign exchange rate fluctuation. The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in United States dollars. The Company has not entered into any foreign currency contracts to mitigate this risk. The Company holds balances in United States dollars that could give rise to exposure to foreign exchange risk.

Sensitivity to a plus or minus 10% change in the foreign exchange rate of the United States dollar to the Canadian dollar would affect the reported loss and comprehensive loss by approximately \$713 (March 31, 2021 - \$725) as detailed below:

United States Dollar Denominated Balances	September 30, 2021	March 31, 2021
Accounts payable	\$ (5,756)	\$ (5,756)
10% change in exchange rate impact	\$ (720)	\$ (725)

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents. Cash and cash equivalents are maintained with financial institutions of reputable credit and may be redeemed upon demand.

The carrying amount of financial assets represents the maximum credit exposure. The Company has gross credit exposure at September 30, 2021 and March 31, 2021 relating to cash of \$46,347 and \$140,580, respectively, held in deposits at a Canadian chartered bank. The Company considers this credit risk to be minimal for all cash assets based on changes that are reasonably possible at the reporting date.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses. To achieve this objective, the Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. Further, the Company utilizes authorizations for expenditures on exploration projects to further manage expenditures.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable. The following table sets out the contractual maturities (representing undiscounted contractual cash flows) of financial liabilities:

Accounts payable and other liabilities	Up to 3 months	Between 3 and 12 months	Between 1 and 2 years	Over 5 years	Total
September 30, 2021	\$ 207,274	\$ -	\$ -	\$ -	\$ 207,274
March 31, 2021	\$ 258,531	\$ -	\$ -	\$ -	\$ 258,531

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Outstanding Share Data

As of September 30, 2021, and the Report Date, the following table summarizes the outstanding share capital of the Company:

	September 30, 2021	Report Date
Common Shares	2,257,000	2,257,000
Stock Options	22,500	22,500
Warrants	500,000	500,000
Total, Fully Diluted	<u>2,779,500</u>	<u>2,779,500</u>

On July 23, 2021, the Company consolidated its common shares on the basis of ten pre-consolidated common shares for one post-consolidation common shares of the Company. The 22,569,994 pre-consolidation common shares issued and outstanding were adjusted to 2,257,000 post-consolidation common shares. All references to share capital, common shares, warrants, options and per share amounts in these consolidated financial statements and the accompanying notes for time periods prior to the share consolidation have been restated to reflect the one-for-ten share consolidation.

Risks and Uncertainties

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

Operational risks include: the Company may not be able to find and develop reserves economically, the Company cannot guarantee title to its properties, the Company may have difficulty in marketing production and services, the Company must manage changing governmental law and regulations, the Company may have difficulty in hiring and retaining skilled employees and contractors, there are significant risks and hazards related to mining that are beyond the Company's control, there is no assurance that the Company will acquire additional mineral properties and any acquisitions may expose the Company to new risks, and the mining industry is intensely competitive for the acquisition of new properties, access to capital and hiring of skilled personnel. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations.

Financial risks include commodity prices, interest rates and fluctuating foreign exchange rates, all of which are beyond the Company's control. Additional financial risks are the Company's ability to raise capital to continue funding its operations.

Regulatory risks include the possible delays in getting regulatory approval to, and permits for, the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

Events after the reporting period

The Company has evaluated its activities subsequent to September 30, 2021 and has determined that there were no material events to be reported, except as noted above.